EXHIBIT
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SCOPE OF WORK
FOR ASBESTOS ABATEMENT ACTIVITIES
AT CEMEX PONCE CEMENT PLANT
Located at: Carr. 123 Km. 8, Ponce, PR 00733

Date: 13 April, 2007

Submitted By: American Waste Management & Recycling LLC & Affiliates
645 Fifth Avenue, Floor 8
New York, NY 10022

Submitted To: Canopy Ecoterra
800 RH Todd, Suite 221
Santurce, PR 00907

SCOPE

American Waste Management & Recycling, LLC is pleased to submit this scope of work for Asbestos Containing Material (ACM) Abatement Activities to be performed at the reference subject property, located at Ponce, PR. The objectives of such abatement activities are to remove the identified ACM prior to demolition of the identified building structures within the plant. The work will consist in the removal, packaging, temporary storage and disposal of approximately 3,900 square feet of ACM corrugated transite panels that cover the electrical transmission lines on the Oven area.

The abatement activities will be conducted during normal working hours (daily shifts). The panels will be removed and then covered with 6 mil plastic sheeting. After adequate packaging the material will be identified as ACM waste. Once packed, the material will be stored inside a 40 cubic yard closed steel container. Then, once the material is approved for disposal by the Ponce/ BFI landfill, it will be pick-up to be disposed on such landfill. When necessary, vacuums provided with HEPA filters will be used for removal of the materials.

SCHEDULE

Approval of permits is scheduled for 10 calendar days after permit application submittal to EQB. Once permits are approved, AWMR will provide the abatement services described above within a period of 30 calendar days after mobilization. This schedule is based on the following assumptions.

- No difficulties are encountered in gaining immediate access to the reference property and/ or buildings.

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- Weather conditions (hurricane, tropical storm, etc.);

COSTS

AWMR will conduct the above Scope-of-Work for a lump sum cost of $82,112.00. Twenty Percent (20%) of the total cost will be invoiced at the time of permit application submittals to EQB to cover permit fees and mobilization. The remaining cost will be invoiced after the completion of work.

Cost includes:

- PREQB permit applications (PFE and DS-3)
- Closure of Permits
- Insurance (General and Pollution liabilities and "Fondo del Seguro del Estado")
- Labor and supervision
- Materials
- Equipment (Boom lift and/ or Scissor lift)
- Independent laboratory (PCM air samples)
- Non Hazardous waste (ACM) disposal

TERMS AND CONDITIONS

This proposal was prepared by AWMR solely for your internal use. AWMR considers the pricing and other business considerations set forth in this proposal to be the proprietary and confidential business information of AWMR and affiliates. This letter shall not be disclosed to any other party without AWMR's written consent.

Please acknowledge your acceptance of this proposal by providing a purchase order or by signing on the following page the Acceptance of the Proposal and return to the undersigned at your earliest convenience at Fax number (212) 848-0209. If you have any questions, please contact us at (212) 848-0208.

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Abul Shah
Senior Partner
For American Waste Management & Recycling LLC

ACCEPTANCE OF PROPOSAL
SCOPE OF WORK FOR ASBESTOS ABATEMENT ACTIVITIES AT CEMEX PONCE CEMENT PLANT

We hereby accept AWMR proposal letter dated April 13, 2007 including it scope of work, cost and schedule. You are authorized to perform the services as specified.

Signature: ______________________________

Name (print): ______________________________

Title: ______________________________

Company: ______________________________

Date: ______________________________

Engineering Solution Firm

(A)

April 2, 2007

Mr. Atul Shah and Engineer Francine Arocho
American Waste Management & Recycling, LLC
645 Fifth Avenue, 8th Floor
New York, NY 10022
francinearocho@yahoo.com
ml

MAY LAI
212-848-0208-
MLAI108@YAHOO.COM

SUBJECT: **SCOPE OF WORK FOR ASBESTOS ABATEMENT ACTIVITIES AT CEMEX PONCE CEMENT PLANT**

Dear Mr. Shah and Engineer Arroyo:

Engineering Solution Firm is pleased to submit this scope of work for Asbestos Containing Material (ACM) Abatement Activities to be performed at the reference subject property, located at Ponce, PR. The objectives of such abatement activities are to remove the identified ACM prior to demolition of the identified building structures within the plant. The work will consist in the removal, packaging, temporary storage and disposal of approximately 3,900 square feet of ACM corrugated transite panels that cover the electrical transmission lines on the Oven area.

The abatement activities will be conducted during normal working hours (daily shifts). The panels will be removed and then covered with 6 mil plastic sheeting. After adequate packaging the material will be identified as ACM waste. Once packed, the material will be stored inside a 40 cubic yard closed steel container. Then, once the material is approved for disposal by the Ponce/BFI landfill, it will be pick-up to be disposed on such landfill. When necessary, vacuums provided with HEPA filters will be used for removal of the materials.

SCHEDULE

Approval of permits is schedule for 10 calendar days after permit application submittal to EQB. Once permits are approved, ESF will provide the abatement services describe above within a period of 30 calendar days after mobilization. This schedule is based on the following assumptions:

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- No difficulties are encountered in gaining immediate access to the reference property and/or buildings.
- Weather conditions (hurricane, tropical storm, etc.);

COSTS

ESF will conduct the above Scope-of-Work for a Lump Sum cost of **$42,112.00.** A 20% cost will be invoiced at the time of permit application submittals to EQB to cover permit fees and mobilization. The remaining cost will be invoiced after the completion of work.

Cost includes:

- PREQB permit applications (PFF and DS-3)
- Closure of permits
- Insurance ((General and Pollution liabilities and "Fondo del Seguro del Estado")
- Labor and supervision
- Materials
- Equipment (Boom lift and/or Scissor lift)
- Independent laboratory (PCM air samples)
- Non Hazardous waste (ACM) disposal

Terms and Conditions

This proposal was prepared by ESF solely for your internal use. ESF considers the pricing and other business considerations set forth in this proposal to be the proprietary and confidential business information of ESF. This letter shall not be disclosed to any other party without ESF written consent.

Please acknowledge your acceptance of this proposal by providing a purchase order or by signing on the following page the Acceptance of the Letter Proposal and return it to the undersigned at your earliest convenience to 787-743-2588. If you have any questions, do not hesitate to contact us at (787) 691-4440. Thank you for your interest in ESF, and I look forward to work with you in this important project.

Sincerely,

Engineer Edwin A. Ayala
Project Manager